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 O: DEPT. OF CORRECTIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

FROM: EMPIRE CORPORATE IT &
 1492 W FLAGLER ST
 SUITE 200
 MIAMI FL 33135-
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 PHONE: (305) 641-3094
 FAX: (305) 641-3770

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NAME: RIO IMPORT & EXPORT, CORP.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/8.

23-0176

CERTIFICATE OF INCORPORATION
OF
RIO IMPORT & EXPORT, CORP.

FILED
95 MAY -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: RIO IMPORT & EXPORT, CORP.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is : Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the state of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Prepared by:

Carlos Solano
1626 Alhambra Rd.
Miami Beach, FL 33139
(305) 674-1624

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 10,000. (Ten Thousand) shares of common stock having a nominal of \$ 5.00 Par/value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 50,000.00 (Five Thousand 00/100.)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 141 N.E. 3rd Avenue # 800 Miami, FL. 33132. The Board of Director may, from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one Director initially the

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number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Antonio Carlos Pires

**PRESIDENT
SECRETARY**

141 N.E. 3rd Avenue # 800 Miami, Fl. 33132

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at: 141 N.E. 3rd Avenue # 800 Miami, Fl. 33132 and the registered agent being Antonio Carlos Pires.

ARTICLE X. AMENDMENT

The articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved holders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

Antonio Carlos Pires
President
Secretary

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE ON THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.34 Florida Statutes, The
following is submitted, in compliance with said Act:
FIRST: That, Rio Import & Export, Corp. Desiring to organize
or qualify under the laws of the State of Florida with its
principal office, as indicated in the articles incorporation
at City of Miami, County of Dade, and State of Florida has
hereby named Antonio Carlos Pires of 141 NE 3rd Avenue # 800
Miami, Fl. 33132 as its agent to accept services of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process
for the above stated corporation, at the place designated in
this certificate.

I hereby agree to act in this capacity, and I further agree
to comply with the provision of said Act relative to keeping
open said office.


Antonio Carlos Pires
Register Agent.

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STATE OF FLORIDA

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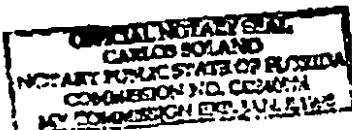
COUNTY OF DADE

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Antonio Carlos Pires, of Rio Export & Export, Corp. a Florida Corporation. Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to these Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 3rd day of the month of May, 1995.

NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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